

RECORDATION NO. **23225-G** FILED

MAR 21 '01 11:33 AM

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**SURFACE TRANSPORTATION BOARD**

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OF COUNSEL  
URBAN A. LESTER

March 20, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement of Railway Equipment (Amtrak Trust HS-ECD-3), dated as of March 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment which was previously filed with the Board under Recordation Number 23225.

The names and addresses of the parties to the enclosed document are:

Lessor: Amtrak Trust HS-EDC-3  
c/o Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19801

Lessee: National Railroad Passenger Corporation  
60 Massachusetts Avenue, N.E.  
Washington, D.C. 20002

A description of the railroad equipment covered by the enclosed document is:

One (1) electric locomotive, AMTK 657; two (2) power cars, AMTK 2035 and 2039; one (1) first class car, AMTK 3219; three (3) coach cars, AMTK 3542, 3544 and 3547; one (1) bistro car, AMTK 3307; and one (1) end coach car, AMTK 3415.

Mr. Vernon A. Williams  
March 20, 2001  
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A short summary of the document to appear in the index is:

Memorandum of Lease Supplement of Railway Equipment (Amtrak Trust HS-ECD-3), dated as of March 21, 2001, between Amtrak Trust HS-EDC-3, Owner Trustee, Lessor, and National Railroad Passenger Corporation, Lessee, covering one (1) electric locomotive, AMTK 657; two (2) power cars, AMTK 2035 and 2039; one (1) first class car, AMTK 3219; three (3) coach cars, AMTK 3542, 3544 and 3547; one (1) bistro car, AMTK 3307; and one (1) end coach car, AMTK 3415.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/bjg  
Enclosures

RECORDATION NO. 23225-G FILED

MAR 21 '01 11-33 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST HS-EDC-3) dated as of March 21, 2001, between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (Amtrak Trust HS-EDC-3) dated as of November 1, 2000, (in such capacity, the "Lessor"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "Lessee") supplementing that certain Memorandum of Lease dated November 14, 2000 between Lessor and Lessee, that certain Memorandum of Lease Supplement dated December 7, 2000 between Lessor and Lessee and that certain Memorandum of Lease Supplement dated February 28, 2001 between Lessor and Lessee. Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust HS-EDC-3) dated as of November 1, 2000 (the "Lease") as supplemented by that certain Lease Supplement No. 1 dated November 14, 2000 (Amtrak Trust HS-EDC-3) ("*Supplement No. 1*"), as further supplemented by Lease Supplement No. 2 (Amtrak Trust HS-EDC-3) dated December 7, 2000 ("*Supplement No. 2*"), as further supplemented by Lease Supplement No. 3 (Amtrak Trust HS-EDC-3) dated February 28, 2001 ("*Supplement No. 3*") and as further supplemented by Lease Supplement No. 4 (Amtrak Trust HS-EDC-3) dated the date hereof ("*Supplement No. 4*") (the terms of each of which are incorporated herein by reference), covering the railroad equipment identified in Schedule A hereto, bearing the equipment numbers of the Lessee shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, a Memorandum of Lease of Railroad Equipment with respect to the Equipment described in Supplement No. 1 (as defined above) has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on November 14, 2000 at 12:15 p.m., Recordation Number 23225, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on November 14, 2000 at 1:30 p.m.;

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 2 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on December 7, 2000 at 3:58 p.m., Recordation Number 23225-B, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on December 7, 2000 at 1:15 p.m.;

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 3 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on February 28, 2001 at 10:02 a.m.,

**AMTRAK TRUST HS-EDC-3**

Recordation Number 23225-E, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on February 28, 2001 at 9:38 a.m.;

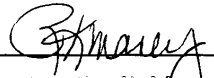
WHEREAS, Supplement No. 4 shall be effective as of the Closing Date (as defined in the Lease); and

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

**AMTRAK TRUST HS-EDC-3**

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee, as aforesaid

By:   
Name: Roseline K. Manty  
Title: Assistant Vice President

NATIONAL RAILROAD PASSENGER CORPORATION

By: \_\_\_\_\_  
Name: Dale M. Stein  
Title: Treasurer

**AMTRAK TRUST HS-EDC-3**

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee, as aforesaid

By: \_\_\_\_\_  
Name:  
Title:

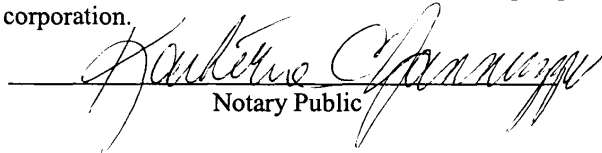
NATIONAL RAILROAD PASSENGER CORPORATION

By: Dale M. Stein  
Name: Dale M. Stein  
Title: Treasurer

AMTRAK TRUST HS-EDC-3

STATE OF DELAWARE       )  
  ) ss.:  
COUNTY OF NEWCASTLE    )

On this 9<sup>th</sup> day of March, 2001, before me personally appeared **ROSELINE K. MANEY**, to me personally known, who, by me being duly sworn, says that he/she is **Assistant Vice President** of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public


My commission expires:

**KATHERINE C. JANNUZZIO**  
**NOTARY PUBLIC-DELAWARE**  
**My Commission Expires May 24, 2004**

AMTRAK TRUST HS-EDC-3

DISTRICT OF COLUMBIA     )  
  ) ss.:  
  )

On this 12 day of March, 2001, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My commission expires: 2/14/05



**AMTRAK TRUST HS-EDC-3**

**Schedule A to  
Memorandum of Lease**

**DESCRIPTION OF UNITS-LOCOMOTIVE AND TRAINSET**

**(AMTRAK TRUST HS-EDC-3)**

<b><u>Equipment Type</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
One (1) Dual Cab, High Horsepower Electric Locomotive	AMTK 657
High-Speed Trainset Number 9 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2039 AMTK 2035
One (1) First Class Car	AMTK 3219
Three (3) Coach Cars	AMTK 3544 AMTK 3542 AMTK 3547
One (1) Bistro Car	AMTK 3307
One (1) End Coach Car	AMTK 3415